



CORPORATION SERVICE COMPANY

RECORDATION NO. 23373-F FILED

AUG 30 '06

2-45 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: August 29, 2006

Order#: 339773/005

Re: ATW113104-ATW114200 GEORGIA-PACIFIC CORPORATION

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 09/15/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Lessee:

Georgia-Pacific Corporation
GP Transportation & Logistics
55 Park Place
Atlanta, GA 30303

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31st day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and GEORGIA-PACIFIC CORPORATION, a Georgia corporation, with an address at GP Transportation & Logistics, 55 Park Place, Atlanta, GA 30303 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 11, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on February 5, 2001 and given Recordation Number 23373.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine J. Pugh
Name: Catherine J. Pugh
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GEORGIA-PACIFIC CORPORATION

By: Robert T. Pugh
Name: Robert T. Pugh
Title: Robert T. Pugh
Vice President
Transportation & Logistics Division

new

Schedule A

Number of Cars

Equipment Description

30 , 50' Plate C 10' sliding door boxcar

1	ATW	113104
2	ATW	113114
3	ATW	113151
4	ATW	113156
5	ATW	113196
6	ATW	113214
7	ATW	113244
8	ATW	113259
9	ATW	113332
10	ATW	113373
11	ATW	113416
12	ATW	113428
13	ATW	113439
14	ATW	113442
15	ATW	113453
16	ATW	113454
17	ATW	113474
18	ATW	113477
19	ATW	113488
20	ATW	114017
21	ATW	114019
22	ATW	114028
23	ATW	114056
24	ATW	114063
25	ATW	114115
26	ATW	114144
27	ATW	114146
28	ATW	114155
29	ATW	114184
30	ATW	114200